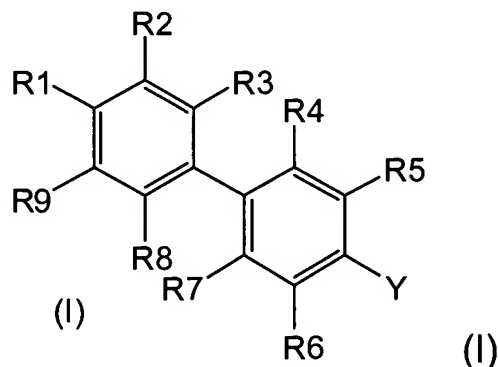


## AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions, and listings of claims in the application.

1. (currently amended) A compound having the structure shown by formula I



wherein:

one of R1 and R2 is -NR<sup>17</sup>S(O)<sub>m</sub>R<sup>12</sup> and the other is selected from the group consisting of hydrogen, halogen, hydroxy, optionally substituted lower alkoxy, cyano, nitro, optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, -NR<sup>13</sup>R<sup>14</sup>, optionally substituted aminosulfonyl, and optionally substituted aminocarbonyl;

R<sup>12</sup> is selected from the group consisting of optionally substituted lower alkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, and optionally substituted heteroaryl;

R<sup>17</sup> is selected from hydrogen and lower alkyl;

m is 1 or 2;

R3, R4, R5, R6, R7, R8, and R9 are independently selected from the group consisting of hydrogen, halogen, hydroxy, optionally substituted lower alkoxy, cyano, nitro, optionally substituted lower alkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, -NR<sup>13</sup>R<sup>14</sup>, optionally substituted aminosulfonyl, and optionally substituted aminocarbonyl;

Y is selected from the group consisting of optionally substituted lower alkyl-, halogen, trifluoromethoxy, -S(O)<sub>n</sub>CF<sub>3</sub>, -CR<sup>15</sup>R<sup>16</sup>CF<sub>3</sub>, and -C(X)CF<sub>3</sub>,

X is selected from the group consisting of oxygen and sulfur;

R<sup>15</sup> and R<sup>16</sup> taken together with the carbon to which they are attached form a saturated or unsaturated ring having 3 to 6 carbon atoms, optionally containing 1, 2, or 3 heteroatoms selected from nitrogen, sulfur, and oxygen, which ring is optionally substituted with halogen, hydroxy, optionally substituted lower alkoxy, cyano, or optionally substituted lower alkyl;

n is 0, 1, or 2;

or Y and R<sup>5</sup>, or Y and R<sup>6</sup>, taken together with the carbons to which they are attached form a 5 to 7 membered saturated or unsaturated ring optionally containing 1 to 2 heteroatoms selected from oxygen, nitrogen and sulfur, which ring is optionally substituted with halogen, hydroxy, cyano, -NR<sup>13</sup>R<sup>14</sup>, optionally substituted lower alkyl, or optionally substituted lower alkoxy, which ring may be aromatic or non-aromatic;

R<sup>13</sup> and R<sup>14</sup> are independently selected from the group consisting of hydrogen, hydroxy, optionally substituted lower alkoxy, optionally substituted lower alkyl, optionally substituted aryl, and optionally substituted heteroaryl, or R<sup>13</sup> and R<sup>14</sup> taken together with the nitrogen to which they are attached form a ring having 3 to 7 carbon atoms,

optionally containing 1, 2, or 3 heteroatoms selected from nitrogen, sulfur, and oxygen, which ring is optionally substituted with halogen, hydroxy, cyano, optionally substituted lower alkyl, or optionally substituted lower alkoxy;

or a pharmaceutically acceptable salt ~~derivative or solvate~~ thereof.

2. (original) A compound of claim 1 wherein R1 is -NR<sup>17</sup>S(O)<sub>2</sub>R<sup>12</sup>.

3. (currently amended) A compound of claim 2 wherein R2 is selected from ~~the group consisting of~~ hydrogen, halogen, hydroxy, optionally substituted lower alkoxy, cyano, nitro, optionally substituted lower alkyl, and -NR<sup>13</sup>R<sup>14</sup>.

4. (original) A compound of claim 3 wherein R2 is selected from hydrogen, halogen, hydroxy, methoxy, methyl, cyano, and -NH<sub>2</sub>.

5. (original) A compound of claim 4 wherein R2 is hydrogen or fluoro.

6. (previously amended) A compound of claim 1 wherein R<sup>17</sup> is hydrogen.

7. (previously amended) A compound of claim 1 wherein R<sup>12</sup> is optionally substituted lower alkyl.

8. (original) A compound of claim 7 wherein R<sup>12</sup> is lower alkyl.

9. (original) A compound of claim 8 wherein R<sup>12</sup> is methyl.

10. (currently amended) A compound of claim 1 wherein R<sup>3</sup>, R<sup>4</sup>, R<sup>7</sup> and R<sup>8</sup> are independently selected from ~~the group consisting of~~ hydrogen, halogen, hydroxy, optionally substituted lower alkoxy, cyano, nitro, optionally substituted lower alkyl, and -NR<sup>13</sup>R<sup>14</sup>.

11. (original) A compound of claim 10 wherein R<sup>3</sup>, R<sup>4</sup>, R<sup>7</sup> and R<sup>8</sup> are independently selected from hydrogen, halogen, cyano, methoxy, methyl, and -NH<sub>2</sub>.

12. (original) A compound of claim 11 wherein R3, R4, R7 and R8 are independently selected from hydrogen and fluoro.
13. (original) A compound of claim 12 wherein R3, R4, R7 and R8 are hydrogen.
14. (currently amended) A compound of claim 1 wherein R9 is selected from ~~the group consisting of~~ hydrogen, halogen, hydroxy, optionally substituted lower alkoxy, cyano, nitro, optionally substituted lower alkyl, and -NR13R14.
15. (currently amended) A compound of claim 14 wherein R9 is selected from ~~the group consisting of~~ hydrogen, halogen, methyl and -NH<sub>2</sub>.
16. (original) A compound of claim 15 wherein R9 is hydrogen or fluoro.
17. (original) A compound of claim 16 wherein R9 is hydrogen,
18. (currently amended) A compound of claim 1 wherein Y is halogen, trifluoromethoxy, S(O)<sub>n</sub>CF<sub>3</sub>~~S(O)<sub>n</sub>CF<sub>3</sub>~~, optionally substituted lower alkyl, or -CR15R16CF<sub>3</sub>.
19. (original) A compound of claim 18, wherein Y is fluoro, chloro, bromo, trifluoromethoxy, S(O)<sub>2</sub>CF<sub>3</sub>, S(O)CF<sub>3</sub>, isobutyl, t-butyl, isopropyl, or trifluoromethyl.
20. (original) A compound of claim 19, wherein Y is trifluoromethyl, S(O)<sub>2</sub>CF<sub>3</sub>, isopropyl or t-butyl.
21. (currently amended) A compound of claim 1 wherein R5 and R6 are independently selected from ~~the group consisting of~~ hydrogen, halogen, hydroxy, optionally substituted lower alkoxy, cyano, nitro, optionally substituted lower alkyl, and -NR13R14.
22. (original) A compound of claim 21 wherein R5 and R6 are independently selected from hydrogen, halogen, methyl, nitro, trifluoromethyl, and -NH<sub>2</sub>.
23. (original) A compound of claim 22 wherein R5 and R6 are independently selected from hydrogen and fluoro.

24. (previously amended) A compound of claim 1, wherein Y and R5, or Y and R6, taken together with the carbons to which they are attached form an optionally substituted 5 or 6 membered saturated or unsaturated ring containing 1 to 2 heteroatoms selected from oxygen, nitrogen and sulfur, which ring may be aromatic or non-aromatic.

25. (currently amended) A compound of claim 24 wherein the 5 or 6 membered ring contains 1 to 2 atoms selected from oxygen and sulfur and is substituted with one or more groups chosen from halogen, lower alkyl, and/or lower haloalkyl groups.

26. (currently amended) A compound of claim 25 wherein the ring is substituted with one or more groups chosen from fluoro, methyl and/or trifluoromethyl groups.

27. (currently amended) A compound of claim 1 selected from:

N-[(3-methyl-4'-trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-[2,4'-bis(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-[2-methyl-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-[2-fluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-(4'-methyl-4-biphenyl)methanesulfonamide,

N-(3,4'-dimethyl-4-biphenyl)methanesulfonamide,

N-[4'-methyl-2-(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-(2,4'-dimethyl-4-biphenyl)methanesulfonamide,

1,1,1-trifluoro-N-[4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-[4'-(trifluoromethoxy)-4-biphenyl]methanesulfonamide,

N-[3-fluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-[2-(hydroxymethyl)-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-[3-(hydroxymethyl)-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[3-chloro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[3,5-difluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[3-nitro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[3-amino-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[2'-fluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[3'-fluoro-4'-(trifluoromethyl)-4-biphenyl]-methanesulfonamide,  
 N-[2'-amino-4',5'-bis(trifluoromethyl)-4-biphenyl]-methanesulfonamide,  
 N-[(2'-amino-4'-(trifluoromethyl)-4-biphenyl)-methanesulfonamide,  
 N-[2', 3'-difluoro-4'-(trifluoromethyl)-4-biphenyl]]methanesulfonamide,  
 N-{4'-[3-(trifluoromethyl)-3H-diazirin-3-yl]-4-biphenyl}methanesulfonamide,  
 N-{4'-[(trifluoromethyl)sulfonyl]-4-biphenyl}methanesulfonamide,  
 N-{4'-[3-(trifluoromethyl)-3-diaziridinyl]-4-biphenyl}methanesulfonamide,  
 N-[4'-(isopropyl)-4-biphenyl]methanesulfonamide,  
 N-[4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[4'-(trifluoromethyl)-4-biphenyl]ethanesulfonamide,  
 N-{4'-[(trifluoromethyl)thio]-4-biphenyl}methanesulfonamide,  
 N-(4'-fluoro-4-biphenyl) methanesulfonamide,  
 N-(4'-chloro-4-biphenyl)methanesulfonamide,  
 N-(3'-fluoro-4'-methyl-4-biphenyl) methanesulfonamide,  
 N-(3-fluoro-4'-isopropyl-4-biphenyl)methanesulfonamide,  
 N-[2',3,3'-trifluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[2',3-difluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,

N-[3,3'-difluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[3-cyano-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[2'-chloro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[4-(2,2-difluoro-1,3-benzodioxol-5-yl)phenyl]methanesulfonamide,  
 N-[4-(2,2-difluoro-1,3-benzodioxol-5-yl)-2-fluorophenyl]methanesulfonamide,  
 N-[2'-chloro-3-fluoro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide,  
 N-[4'-(trifluoromethyl)-3-biphenyl]methanesulfonamide,  
 N-[3'-nitro-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide, and  
 N-[3'-amino-4'-(trifluoromethyl)-4-biphenyl]methanesulfonamide.

28. (currently amended) A composition comprising a pharmaceutically acceptable excipient and the compound or pharmaceutically acceptable salt derivative or solvate thereof of claim 1.

29. (currently amended) A method of ~~modulating KSP kinesin activity or of~~ inhibiting KSP which comprises contacting said KSP kinesin with an effective amount of the compound or a pharmaceutically acceptable salt derivative or solvate thereof, ~~or a composition~~ according to claim 1.

30. (currently amended) A method for the treatment of a disease of proliferating cells comprising administering to a subject in need thereof the compound or a pharmaceutically acceptable salt derivative or solvate thereof, ~~or a composition~~ of according to claim 1.

31. (currently amended) A method according to claim 30 wherein said disease is ~~selected from the group consisting of cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, fungal disorders and inflammation.~~